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PROPOSED SPECIAL COUNSEL
FOR THE TRUSTEE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	
	§	
GOODMAN NETWORKS, INC.,	§	CASE NO. 22-31641-mvl7
	§	
DEBTOR.	§	

**APPLICATION TO EMPLOY QUILLING, SELANDER, LOWNDS, WINSLETT
& MOSER, P.C. AS SPECIAL COUNSEL TO THE CHAPTER 7 TRUSTEE**

NOTICE

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE ST., DALLAS, TX 75242 BEFORE THE CLOSE OF BUSINESS ON DECEMBER 6, 2023, WHICH IS AT LEAST 21 DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

TO THE HONORABLE MICHELLE V. LARSON, U.S. BANKRUPTCY JUDGE:

Scott M. Seidel (the "Trustee"), in his capacity as the chapter 7 trustee for Goodman Networks, Inc. (the "Debtor"), files this *Application to Employ Quilling, Selander, Lownds,*

Winslett & Moser, P.C. as Special Counsel to the Chapter 7 Trustee (“Application”), and in support thereof would respectfully show unto this Court as follows:

1. On September 6, 2022, Goodman Networks, Inc. (the “Debtor”) filed a voluntary petition in this Court for relief under chapter 7 of the United States Bankruptcy Code. The Trustee was appointed the chapter 7 trustee, and he continues to serve in that capacity.

2. The Trustee desires to employ the law firm of Quilling, Selander, Lownds, Winslett & Moser, P.C. (“QSLWM”), 2001 Bryan Street, Suite 1800, Dallas, Texas 75201, as his special counsel in this case under section 327 of the Bankruptcy Code to represent him in the following matters (collectively, the “FedEx Matters”):

(a) pursuing claims and causes of action against FedEx Supply Chain Logistics & Electronics, Inc. (“FedEx”);

(b) objecting to FedEx’s proof of claim filed in this case; and

(c) defending claims and causes of action FedEx has asserted and is pursuing against two of the Debtor’s wholly owned subsidiaries (as named defendants) and the Debtor’s bankruptcy estate (implicitly by seeking relief that directly and adversely affects the Debtor’s bankruptcy estate) in a separate federal court lawsuit styled *FedEx Supply Chain Logistics & Electronics, Inc. v. Goodman, et al.*, Case No. 3:23-cv-02397-S (N.D. Tex.).

3. On January 18, 2023, the Trustee filed an application to employ the Munsch Hardt Kopf & Harr, P.C. as his general bankruptcy counsel in this case. There will not be any duplication of services between Munsch Hardt Kopf & Harr, P.C. and QSLWM.

4. The Trustee has selected the law firm of QSLWM because Michael J. Quilling and other attorneys with that firm have considerable experience in bankruptcy and federal court

litigation of this character. Mr. Quilling and other attorneys with QSLWM are admitted to practice before this Court and are well qualified to represent the Trustee in this case.

5. This Application is supported by the Declaration of Michael J. Quilling, which is attached hereto as Exhibit “A” and is fully incorporated herein.

6. Neither QSLWM, any of its attorneys, nor any of its legal staff (a) hold or represent an interest adverse to the Debtor’s bankruptcy estate (b) are a creditor, an equity security holder, or an insider of the Debtor, (c) are or were, within two years before the date of the Debtor’s bankruptcy filing, a director, officer, or employee of the Debtor, or (d) have any interest materially adverse to the interest of the Debtor’s bankruptcy estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason. Therefore, QSLWM, its attorneys, and its legal staff do not hold or represent an interest adverse to the Debtor’s bankruptcy estate and are disinterested persons, as required by Section 327 of the Bankruptcy Code.

7. To the best of QSLWM’s knowledge, neither QSLWM, any of its attorneys, nor any of its legal staff have any connection with the Debtor, the Debtor’s creditors, any other party in interest, their respective attorneys or accountants, the United States Trustee, or any person employed in the office of the United States Trustee, except that Christopher J. Moser, an attorney, shareholder, and officer of QSLWM, is on the panel of chapter 7 trustees for the Eastern District of Texas.

8. The terms of employment of QSLWM as agreed to by the Trustee and subject to the approval of this Court, are that certain attorneys and personnel within the firm will undertake this representation at their respective standard hourly rates charged to all other clients whether in bankruptcy or non-bankruptcy related matters. The Trustee has been informed that the normal hourly billing rates of QSLWM range from \$400.00 to \$700.00 per hour for shareholders and

\$200.00 to \$375.00 per hour for associates. The rates for paralegals range from \$100.00 to \$200.00 per hour. The hourly rates charged by QSLWM are subject to periodic adjustments to reflect changing economic conditions and the increasing experience and expertise of its attorneys and personnel. It is contemplated that QSLWM will seek compensation from the Debtor's estate based upon its normal hourly billing rates. It is further contemplated that QSLWM will seek interim compensation during the case as permitted by 11 U.S.C. § 331.

WHEREFORE, PREMISES CONSIDERED, the Trustee respectfully requests that this Court enter an order approving the Trustee's employment of Quilling, Selander, Lownds, Winslett & Moser P.C. as special counsel for the Trustee under the terms specified hereinabove effective from the date the Trustee first consulted with QSLWM (which was less than thirty [30] days before filing this Application), together with such other and further relief to which the Trustee may be justly entitled.

Respectfully submitted,

QUILLING, SELANDER, LOWNDS,
WINSLETT & MOSER, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201
(214) 871-2100 (Telephone)
(214) 871-2111 (Facsimile)

By: /s/ Michael J. Quilling
Michael J. Quilling
Texas Bar No. 16432300
Joshua L. Shepherd
Texas Bar No. 24058104
PROPOSED SPECIAL COUNSEL
FOR THE TRUSTEE

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served concurrently with the filing of the same by ECF upon all persons who have filed ECF appearances in this case, including the Trustee, the office of the U.S. Trustee, and the Debtor's attorney.

/s/ Michael J. Quilling
Michael J. Quilling

Exhibit "A"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: §
GOODMAN NETWORKS, INC., § CASE NO. 22-31641-mvl7
DEBTOR. §

DECLARATION OF MICHAEL J. QUILLING

STATE OF TEXAS §
COUNTY OF DALLAS §

1. My name is Michael J. Quilling. I am an attorney admitted to practice in the State of Texas. I am also admitted to practice in this Court. I have personal knowledge of the facts stated herein, and they are all true and correct.

2. I am an attorney, shareholder, and officer of the law firm of Quilling, Selander, Lownds, Winslett & Moser, P.C. ("QSLWM"), which maintains offices for the practice of law at 2001 Bryan Street, Suite 1800, Dallas, Texas 75201. I am authorized to make this Declaration on behalf of QSLWM in support of the Application to Employ Quilling, Selander, Lownds, Winslett & Moser, P.C. as Special Counsel to the Chapter 7 Trustee (the "Application").

3. I and other attorneys with QSLWM have considerable experience in investigating and pursuing preference and fraudulent transfer claims in bankruptcy cases of this character. I and other attorneys with QSLWM are admitted to practice before this Court and are well qualified to represent the Trustee as special counsel in this case.

4. Neither QSLWM, any of its attorneys, nor any of its legal staff (a) hold or represent an interest adverse to the Debtor's bankruptcy estate (b) are a creditor, an equity security holder, or an insider of the Debtor, (c) are or were, within two years before the date of the Debtor's bankruptcy filing, a director, officer, or employee of the Debtor, or (d) have any interest materially

adverse to the interest of the Debtor's bankruptcy estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason. Therefore, QSLWM, its attorneys, and its legal staff do not hold or represent an interest adverse to the Debtor's bankruptcy estate and are disinterested persons, as required by Section 327 of the Bankruptcy Code.

5. To the best of QSLWM's knowledge, neither QSLWM, any of its attorneys, nor any of its legal staff have any connection with the Debtor, the Debtor's creditors, any other party in interest, their respective attorneys or accountants, the United States Trustee, or any person employed in the office of the United States Trustee, except that Christopher J. Moser, an attorney, shareholder, and officer of QSLWM, is on the panel of chapter 7 trustees for the Eastern District of Texas.

6. I have thoroughly read the Application. As an officer of QSLWM, I hereby state that said firm understands and agrees to the stated terms of employment.

7. I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 14, 2023.

/s/ Michael J. Quilling
Michael J. Quilling

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:

GOODMAN NETWORKS, INC.,

DEBTOR.

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CASE NO. 22-31641-mv17

**ORDER APPROVING EMPLOYMENT OF QUILLING,
SELANDER, LOWNDS, WINSLETT & MOSER, P.C. AS
SPECIAL COUNSEL TO THE CHAPTER 7 TRUSTEE**

On this date, came on for consideration the Application to Employ Quilling, Selander, Lownds, Winslett & Moser, P.C. as Special Counsel to the Chapter 7 Trustee (Dkt. No. __, the “Application”) in the above-referenced case. The Court, having considered the Application and noting that proper notice of the Application was given to proper parties, finds as follows:

1. On September 6, 2022, Goodman Networks, Inc. (the “Debtor”) filed a voluntary petition in this Court for relief under chapter 7 of the United States Bankruptcy Code. Scott M. Seidel (the “Trustee”) was appointed the chapter 7 trustee, and he continues to serve in that capacity.

2. The Trustee filed the Application seeking this Court's approval to employ Quilling, Selander, Lownds, Winslett & Moser, P.C. ("QSLWM") as his special bankruptcy counsel in this case.

3. QSLWM meets the criteria for employment of counsel and has complied with the requirements of section 327 of the Bankruptcy Code and Bankruptcy Rule 2014. The Court finds and concludes that QSLWM is disinterested and represents no interest adverse to the estate in the matters upon which QSLWM is to be engaged by the Trustee.

4. The Trustee's proposed employment of QSLWM, on the terms and at the hourly rates set forth in the Application, is appropriate and in the best interest of the Debtor's bankruptcy estate.

5. Pursuant to section 102(1) of the Bankruptcy Code, the notice and opportunity for a hearing provided in connection with the Application and this Order were appropriate under the circumstances of this case.

IT IS THEREFORE ORDERED that the Application is granted.

IT IS FURTHER ORDERED that the Trustee's proposed employment of QSLWM as special counsel on the terms and at the hourly rates set forth in the Application is hereby approved, provided that the hourly rates set forth in the Application are subject to further Court order and further examination at any hearing on any application by QSLWM seeking allowance of compensation and reimbursement of expenses.

IT IS FURTHER ORDERED that QSLWM's employment as authorized in this Order shall be effective from the date the Trustee first consulted with QSLWM and shall continue until further order of this Court.

###End of Order###